



VCUSTOMER

December 9, 2005

Honorable Ron Jones  
Chairman  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

Re Docket No. 05-00168, Joint Petition of MCI WorldCom Communications, Inc. and vCustomer Corporation for Expedited Approval of the Assignment of the Contract to Provide Relay Services and to Operate the Tennessee Relay Center and the Transfer of the Tennessee Telereley Call Center, Directory Assistance, Operator Services and Other Related Assets to vCustomer Corporation

Dear Chairman Jones:

On August 8, 2005, the Tennessee Regulatory Authority (the "Authority") voted to approve a transaction involving the assignment, from MCI Communications Services, Inc ("MCI") to vCustomer Corporation ("vCustomer"), of the contract to provide relay services and to operate the Tennessee Relay Center between the State of Tennessee, the Authority, and MCI, and to approve the transfer from MCI to vCustomer of the Tennessee Telereley Call Center and certain assets related to directory assistance, operator services business and other related assets to vCustomer, pursuant to the April 15, 2005 Asset Purchase Agreement ("APA") between MCI and vCustomer.

On the date on which the parties had agreed to complete these approved transactions, vCustomer notified MCI that it was willing to meet all of MCI's conditions and sign all required agreements as approved by MCI in order to satisfy the closing conditions for the transaction. However vCustomer subsequently received notification from MCI that MCI intended to unilaterally terminate the transaction. MCI's action and inaction with respect to the fulfillment of its obligations under the APA, as well as its actions with respect to several other documents, are only a few of several examples of MCI behavior which clearly indicate that the reason the closing did not take place as contemplated by all parties was solely as a result of MCI's failure to comply with its covenants and obligations set forth in the APA. As such, MCI may not terminate the APA because vCustomer has taken all of the actions required to be taken by vCustomer at and prior to the closing under the APA. vCustomer has again demanded that MCI

vCustomer Corporation, 570 Kirkland Way, Kirkland, WA 98033  
www.vcustomer.com

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fulfill its obligations under the APA and proceed to closing of the transaction contemplated in the APA immediately.

vCustomer apologizes to the Authority for any inconvenience caused by this unfortunate turn of events. Kindly direct any questions regarding this matter to me

Very truly yours,

A handwritten signature in black ink, appearing to read 'Sanjay Kumar', is written over the printed name.

Sanjay Kumar  
Chief Executive Officer

Dear Ms. Dillon,

On behalf of Mr. Sanjay Kumar, attached, please find a copy of the letter which has also been sent to you via overnight mail

If you have any questions, please do not hesitate to contact him directly at 206-802-0295.

Sincerely,

Luis

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Luis Mata, Controller  
vCustomer Corporation  
206-802-0217

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